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CITICORP CENTER

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November 21, 1988

Ms. Noreta R. McGee
Secretary of the Interstate
Commerce Commission
Washington, D.C. 20423

No.

Date

Fee \$

ICC Washington, D.C.

8-327 A0

NOV 22 1988

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 15881-A

NOV 22 1988

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Dear Ms. McGee:

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder, three fully executed copies of a Bill of Sale relating to certain rolling stock as described herein, which should be included as part of the filing recorded on October 13, 1988 at 2:30 p.m., recordation number 15881 as the next available recordation number being 15881-A.

- I. Document: Bill of Sale dated as of November, 1988.
- A. Parties: Buyer: IBJ Schroder Leasing Corporation
Seller: The CIT Group/Equipment Financing Inc.
- B. Addresses: Buyer: One State Street
New York, New York 10004
Attn: Gerard D. Cannie
Vice President - Operations
- Seller: 270 Park Avenue
New York, New York 10017
Attn: W.S. Pardey
Senior Vice President
- C. Equipment: Twenty (20) 2300 cubic foot capacity 100-ton open top hopper cars bearing road numbers KAIX 1080-1099.

Please cross-index the Bill of Sale with the following document:

Recordation No. 15882; Memorandum of Lease dated September 30, 1988 by between IBJ Schroder Leasing Corporation and Rinker Materials Corporation.

Enclosed is a check of this firm in the amount of \$26.00 to cover the filing fee for the primary document (\$13.00), and the fee for the cross-indexing (\$13.00).

Ms. Noreta R. McGee
November 21, 1988
Page Two

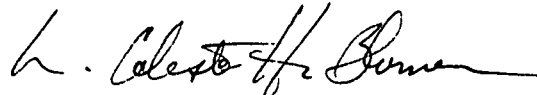
A short summary of the document to appear in the Index is as follows:

Bill of Sale for Railroad Cars covering among other things twenty (20) 2300 cubic foot capacity 100-ton open top hopper cars, Road Numbers KAIX 1080-1099.

Once the filing has been made, please return the stamped copies of the documents not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

The undersigned certifies that she is acting as special counsel to IBJ Schroder Leasing Corporation for purposes of this filing and that she has knowledge of the matters set forth in the above described documents.

Sincerely,

A handwritten signature in cursive script, appearing to read "L. Celeste H. Blumer".

L. Celeste H. Blumer

Enclosures

LCHB:its

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

11/22/88

L.Celeste H. Blumer
Manwell & Wes
Citicorp Center
One Sansome Street
14th Floor
San Francisco, CA 94104

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/22/88 at 10:50AM, and assigned recordation number(s). 15881-A

Sincerely yours,

Narta L. McGee
Secretary

Enclosure(s)

RECORDATION NO. 15881-A

Bill of Sale

NOV 24 1988 - 10 50 AM

INTERSTATE COMMERCE COMMISSION

For and in consideration of the sum of One Dollar (\$1.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, The CIT Group/Equipment Financing, Inc. (herein "Seller"), does hereby sell, grant, transfer and deliver free and clear of all liens, claims, obligations and encumbrances all its right, title and interest in and to the equipment further described below (herein the "Equipment") "as is, where is" unto IBJ Schroder Leasing Corporation (herein "Purchaser") and to its successors and assigns, to have and to hold said equipment forever.

<u>Description</u>	<u>Number of Cars</u>	<u>Car Markings</u>
2,300 Cubic Foot Capacity, 100 Ton, Open Top Hopper Cars, Built by Greenville Steel Car in 1970	20	KAIX 1080-1099

And Seller warrants that it is the absolute owner of the Equipment and does for itself, its successors and assigns covenant and agree with Purchaser, its successors and assigns, to warrant and defend the title to the Equipment against all and every person and persons whomsoever claiming or laying claim to the same, except for any defects in title or liens or encumbrances in or to the Equipment arising by reason of Purchaser's own acts.

SELLER MAKES NO OTHER WARRANTY OF REPRESENTATION, EXPRESS OR IMPLIED, AND EXPRESSLY DISCLAIMS ANY WARRANTY OR REPRESENTATION AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, DESIGN, PERFORMANCE OR CONDITION OF, OR AS TO QUALITY OR ANY WARRANTY THAT THE EQUIPMENT WILL SATISFY THE REQUIREMENTS OF ANY LAW, RULE, REGULATION, SPECIFICATION OR CONTRACT WHICH PROVIDES FOR SPECIFIC MACHINERY, OPERATIONS OR SPECIAL METHODS, it being expressly understood that all such risks, as between Seller and Purchaser are to be borne by Purchaser.

IN WITNESS WHEREOF, we have set our hand and seal this
16 day of November, 1988.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____

Title: _____

STATE OF New York)
COUNTY OF New York)

On this 16 day of November, 1988, before me personally appeared John J. Boyle, to me personally known, who, being by me duly sworn, says that he is Vice President of The CIT Group/Equipment Financing, Inc., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

IRA FINKELSON
Notary Public, State of New York
No. 6297225
Qualified in Westchester County
Commission Expires May 31, 1990

My Commission Expires: _____

[Notarial Seal]